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October 27, 2004

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San Francisco, California 94105
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Salt Lake City, Utah 84144
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RECORDATION NO. 18883-E

FILED

OCT 29 '04

11-12 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Refinancing of 1994 Union Pacific Railroad Company
Leveraged Lease Financing of Railcars

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease and Indenture Supplement No. 3, dated as of November 1, 2004, between Union Pacific Railroad Company, as lessee (the "Lessee") and U.S. Bank National Association, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement, dated as of June 1, 1994 between Lessor and Lessee which was recorded on July 6, 1994 at 9:40 A.M. under recordation number 18883.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Owner Trustee/Lessor: U.S. Bank National Association
Corporate Trust Services - 3rd Floor
1 Federal Street
Boston, Massachusetts 02110

Indenture Trustee: BNY Midwest Trust Company
2 North LaSalle Street, Suite 1020
Chicago, IL 60602
Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease and Indenture Supplement No. 3 consists of 235 Covered Hopper Cars bearing the reporting marks UP 88350 through UP 88595, 729 Covered Hopper Cars bearing the reporting marks UP 88568 through UP 89349, 104 Open through top Hopper Cars bearing the reporting marks UP 48100

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CHAPMAN AND CUTLER LLP

through UP 48217, 160 Open through top Hopper Cars bearing the reporting marks UP 48205 through UP 48444, 184 Bi-Level Autoracks and Tri-Level Autoracks bearing the reporting marks UPKL 90873 through UPKL 91057, and 267 Bi-Level Autoracks bearing the reporting marks UPKL 91058 through UPKL 91328; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No. 3 between U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee, as Lessor, Union Pacific Railroad Company, as Lessee, and BNY Midwest Trust Company, as Indenture Trustee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER LLP

By

Michael D. Robson

Michael D. Robson

MDR/pka
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
Covered Hopper Cars	235	UP 88350-UP 88373 UP 88375-UP 88397 UP 88399-UP 88435 UP 88437-UP 88446 UP 88448-UP 88505 UP 88507-UP 88511 UP 88513-UP 88532 UP 88534-UP 88535 UP 88537-UP 88567 UP 88569-UP 88578 UP 88580 UP 88582-UP 88595

Covered Hopper Cars

729

UP 88568
UP 88596-UP 88623
UP 88625-UP 88652
UP 88654-UP 88670
UP 88672-UP 88735
UP 88737-UP 88763
UP 88765-UP 88798
UP 88800-UP 88802
UP 88804-UP 88821
UP 88823-UP 88861
UP 88863-UP 88888
UP 88890
UP 88891
UP 88893-UP 88922
UP 88924-UP 88931
UP 88933-UP 88991
UP 88993-UP 89095
UP 89097-UP 89115
UP 89117
UP 89118
UP 89120-UP 89180
UP 89182
UP 89183
UP 89185-UP 89224
UP 89226-UP 89273
UP 89275-UP 89282
UP 89284-UP 89289
UP 89291-UP 89334
UP 89336
UP 89338-UP 89345
UP 89347-UP 89349

Open-top Hopper Cars	104	UP 48100-UP 48102 UP 48104 UP 48105 UP 48107-UP 48113 UP 48115-UP 48161 UP 48163 UP 48164 UP 48166-UP 48167 UP 48169-UP 48177 UP 48179-UP 48180 UP 48182-UP 48193 UP 48195-UP 48200 UP 48202-UP 48204 UP 48206 UP 48208-UP 48210 UP 48212-UP 48215 UP 48217
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Open-top Hopper Cars	160	UP 48205 UP 48216 UP 48218 UP 48227-UP 48228 UP 48230-UP 48232 UP 48238 UP 48245 UP 48255 UP 48263-UP 48265 UP 48267-UP 48275 UP 48278 UP 48284 UP 48287-UP 48288 UP 48298 UP 48300 UP 48302-UP 48309 UP 48311-UP 48312 UP 48315 UP 48321-UP 48322 UP 48324-UP 48337 UP 48339-UP 48389 UP 48391-UP 48425 UP 48427-UP 48444
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Bi-Level Autoracks and Tri-Level Autoracks	184	UPKL 90873-UPKL 90976 UPKL 90978-UPKL 91057
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Bi-Level Autoracks

267

UPKL 91058-UPKL 91147

UPKL 91149-UPKL 91173

UPKL 91175-UPKL 91188

UPKL 91190-UPKL 91243

UPKL 91245-UPKL 91328

OCT 29 '04 11-12 AM

MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 3

SURFACE TRANSPORTATION BOARD

Memorandum of Lease and Indenture Supplement No. 3, made and entered into as of November 1, 2004, by and between U.S. Bank National Association, a national banking association not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and BNY Midwest Trust Company, an Illinois Trust Company, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

1. Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 1, 1994 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement dated as of June 1, 1994 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memorandum of said Lease Agreement and Memorandum of Indenture were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on July 6, 1994.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 3, dated as of November 1, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not
in its individual capacity, but solely as
Owner Trustee

By 

Name: DONALD E. SMITH

Title: VICE PRESIDENT

Executed on this 26th day of October,
2004.

UNION PACIFIC RAILROAD COMPANY

By _____

Name:

Title:

Executed on this ____ day of October,
2004.

BNY MIDWEST TRUST COMPANY

By _____

Name:

Title:

Executed on this ____ day of October,
2004.

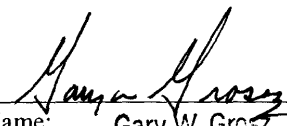
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name: _____
Title: _____

Executed on this ____ day of October, 2004.

UNION PACIFIC RAILROAD COMPANY

By  _____
Name: Gary W. Gross
Title: Assistant Treasurer

Executed on this 26th day of October, 2004.

BNY MIDWEST TRUST COMPANY

By _____
Name: _____
Title: _____

Executed on this ____ day of October, 2004.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:


Executed on this ____ day of October, 2004.

UNION PACIFIC RAILROAD COMPANY

By _____
Name: _____
Title: _____

Executed on this ____ day of October, 2004.

BNY MIDWEST TRUST COMPANY

By 
Name: D. G. DONOVAN
Title: VICE PRESIDENT

Executed on this 26th day of October, 2004.

STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this, the 2nd day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared DONALD E. SMITH who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on October 2, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Joshua W. Tripi
Notary Public
My Commission Expires February 7, 2008

Joshua W. Tripi
Name: Josh. Tripi
Notary Public
My Commission Expires:
Residing in Boston, MA

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the ____ day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October __, 2004, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on October __, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

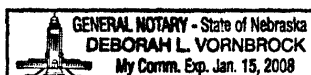
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the 26th day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October 26 2004, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



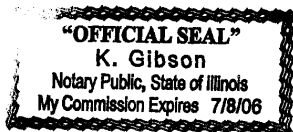
(SEAL)

Deborah L. Vornbrock
Name:
Notary Public
My Commission Expires: 1/15/08
Residing in Sarpy County

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the 26th day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that said instrument was signed on October 24, 2004 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

K. Gibson
Name: K. Gibson
Notary Public
My Commission Expires: 7/8/06
Residing in Chicago, Illinois

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Covered Hopper Cars	235	UP 88350-UP 88373 UP 88375-UP 88397 UP 88399-UP 88435 UP 88437-UP 88446 UP 88448-UP 88505 UP 88507-UP 88511 UP 88513-UP 88532 UP 88534-UP 88535 UP 88537-UP 88567 UP 88569-UP 88578 UP 88580 UP 88582-UP 88595

Covered Hopper Cars

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Bi-Level Autoracks

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UPKL 91245-UPKL 91328